

EXHIBIT B

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CERTIFICATE OF INCORPORATION

OF

DUTCHESS RADIOLOGY ASSOCIATES, P.C.

(Under Article 15 of the Business Corporation Law)

The undersigned, being a natural person of at least 21 years of age and residing at 128 Kingwood Park, Poughkeepsie, New York, and acting as the incorporator of the corporation hereby being formed under Article 15 of the Business Corporation Law, certifies that:

FIRST: The name of the Corporation is

DUTCHESS RADIOLOGY ASSOCIATES, P.C.

SECOND: The Corporation is formed for the following purpose or purposes:

(a) To engage in the practice of medicine.

(b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or to own or lease real or personal property necessary for the rendering of the professional services specified above.

(c) To do such acts and carry on such business in such manner as may be permitted by Article 15 of the Business Corporation Law, subject to the limitations thereof.

(d) To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under Article 15 of the Business Corporation Law subject to the limitations thereof.

THIRD: The county within the State of New York in which the office of the corporation is to be located is Dutchess.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 200 all of which are without par value and all of which are of the same class. Said shares shall only be issued to individuals who are authorized by law to practice medicine in the State of New York and who are or who have been engaged in the practice of medicine in the corporation or in a predecessor entity.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process may be served. The post office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 191 Delafield Street, Poughkeepsie, New York 12601.

SIXTH: The names and residence addresses of all individuals who are to be the original stockholders, directors and officers of the corporation are as follows:

Name

Address

Joel Canter, M.D.
Professional License No. 106093

128 Kingwood Park
Poughkeepsie, New York 12601

<u>Name</u>	<u>Address</u>
Jacob I. Hentel, M.D. Professional License No. 101911	102 Ridgeview Road Poughkeepsie, New York 12603 Director, Shareholder and Treasurer
Jerome Krieger, M.D. Professional License No. 095951	Scout Road Saltpoint, New York 12578 Director, Shareholder and Vice President
Michael Kauff, M.D. Professional License No. 097251	23 Jonathan Lane Poughkeepsie, New York 12608 Director, Shareholder and Vice President
Victor Gaines, M.D. Professional License No. 154174	Deerwood Drive Hopewell Junction, New York 12533 Director, Shareholder and Vice President
William D. Stiehm, M.D. Professional License No. 101103	37 Flower Hill Poughkeepsie, New York 12601 Director, Shareholder and Secretary
Henry Fischer, M.D. Professional License No. 099069	Fox Run Farm, Fox Run Road Salt Point, New York 12578 Director, Shareholder and Vice President

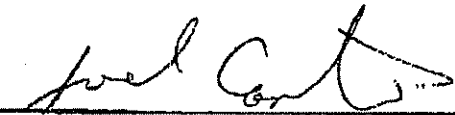
SEVENTH: (a) The Corporation shall not render professional services except through individuals authorized by law to render such professional services as individuals.

(b) Each report, diagnosis, prognosis and prescription made or issued by the corporation shall bear the signature of one or more physicians who are in responsible charge of such report, diagnosis, prognosis or prescription.

(c) Each document prepared by the corporation, which under the rules, regulations, laws or customs of the medical profession is required to bear the signature of an individual in responsible charge of such document, shall be signed by one or more such individuals.

EIGHTH: Attached hereto are certificates issued by the Regents of the University of the State of New York certifying that each shareholder, director and officer, other than the secretary, is authorized by law to practice medicine in the State of New York.

IN WITNESS WHEREOF, this certificate is subscribed this 13th day of November 1989, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


Joel Canter, M.D.
128 Kingwood Park
Poughkeepsie, New York 12601